

FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



06049521

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE  
Type of Filing: ☒ New Filing ☐ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

Celis Semiconductor Corporation

Address of Executive Offices 5475 Mark Dabbling Boulevard, Colorado Springs, Colorado 80918	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 719-260-9133
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Address of Principal Business Operations (if different from Executive Offices) Same as Above	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
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Brief Description of Business

Development, sales and marketing of semiconductor integrated circuits.

PROCESSED

OCT 16 2006

B THOMSON FINANCIAL

Type of Business Organization

☒ corporation  
☐ business trust

☐ limited partnership, already formed  
☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 06 ☒ Actual ☐ Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CO  
CN for Canada; FN for other foreign jurisdiction)

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where To File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Derbenwick, Gary F.

Business or Residence Address (Number and Street, City, State, Zip Code)  
5475 Mark Dabbling Boulevard, Colorado Springs, Colorado 80918Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Qimonda AG

Business or Residence Address (Number and Street, City, State, Zip Code)  
Gustav-Heinemann-Ring 212, 81739 Munich, GermanyCheck Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

DeVilbiss, Alan D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
384 Columbia Court, Colorado Springs, Colorado 80904Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Kamp David A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2925 Lake Meadow Drive, Monument, Colorado 80132Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hanson, LuAnn D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
385 Palm Springs, Drive, Colorado Springs, Colorado 80921Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Black, Donald L.

Business or Residence Address (Number and Street, City, State, Zip Code)  
4679 Edie Place, Erie, Colorado 80516Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Fleischmann, Klaus

Business or Residence Address (Number and Street, City, State, Zip Code)  
Infineon Technologies AG, MP BDR, P.O. Box 800949, Munich, Germany

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Mazure, Carlos

Business or Residence Address (Number and Street, City, State, Zip Code)

Soitec, Parc Technologique Des Fontaines, Bernin 38926 Crolles Cedex, France

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Philpy, Stephen C.

Business or Residence Address (Number and Street, City, State, Zip Code)

820 Northfield Road, Colorado Springs, Colorado 80919

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... ☐ Yes ☒ No  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 100,000.00
3. Does the offering permit joint ownership of a single unit? ..... ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 600,000.00	\$ 500,000.00
Equity .....	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0.00	\$ 0.00
Partnership Interests .....	\$ 0.00	\$ 0.00
Other (Specify .....) .....	\$ 0.00	\$ 0.00
Total .....	\$ 600,000.00	\$ 500,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	1	\$ 500,000.00
Non-accredited Investors .....	0	\$ 0.00
Total (for filings under Rule 504 only) .....	0	\$ 0.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
Total .....		\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ 50.00
Legal Fees .....	<input type="checkbox"/>	\$ 635.00
Accounting Fees .....	<input type="checkbox"/>	\$ 0.00
Engineering Fees .....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) <u>Blue Sky Filing Fees</u> .....	<input type="checkbox"/>	\$ 75.00
Total .....	<input type="checkbox"/>	\$ 760.00

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

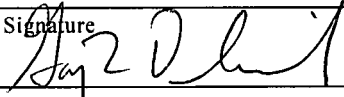
\$ 599,240.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 599,240.00
Other (specify): .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Column Totals .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 599,240.00
Total Payments Listed (column totals added) .....		<input type="checkbox"/> \$ 599,240.00

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Celis Semiconductor Corporation	Signature 	Date Oct 4, 2006
Name of Signer (Print or Type) Gary F. Derbenwick	Title of Signer (Print or Type) President/Chief Executive Officer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

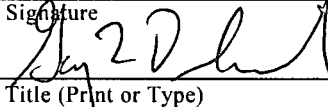
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Celis Semiconductor Corporation	Signature 	Date October 4, 2006
Name (Print or Type) Gary F. Derbenwick	Title (Print or Type) President/Chief Executive Officer	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO		x	600,000	1	\$500,000.0				
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									



**APPENDIX**

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>
PR	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>

## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Celis Semiconductor Corporation, (a corporation), ~~(a partnership) / a~~  
~~(//////////)~~ organized under the laws of Colorado, ~~by (any individual) / strike out/inapplicable~~  
~~person/entity~~ for purposes of complying with the laws of the States indicate hereunder relating to either the  
registration or sale of securities, hereby irrevocable appoints the officers of the States so designated hereunder and  
their successors in such offices, its attorney in those States so designated upon whom may be served any notice,  
process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities  
or out violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any  
such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue  
within the States so designated hereunder by service of process upon the officers so designated with the same  
effect as if the undersigned was organized or created under the laws of that State and have been served lawfully  
with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Gary F. Derbenwick

(Name)

5475 Mark Dabbling Boulevard, Colorado Springs, Colorado 80918

(Address)

Place an X before the name of all the States for which the person executing this form is appointing the desig-  
nated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ALASKA	Administrator of Division of Banking and Corporations Dept. of Commerce and Economic Development	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> ARIZONA	The Corporation Comm.	<input type="checkbox"/> GUAM	Administrator, Dept. of Finance
<input type="checkbox"/> ARKANSAS	Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> CALIFORNIA	Commissioner of Corp.	<input type="checkbox"/> IDAHO	Director, Dept. of Finance
<input checked="" type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> IOWA	Commissioner of Insurance

___ DISTRICT OF COLUMBIA	Public Service Commission	___ KANSAS	Secretary of State
___ KENTUCKY	Director, Div. of Securities	___ OHIO	Secretary of State
___ LOUISIANA	Commissioner of Securities	___ OREGON	Director, Dept. of Insurance and Finance
___ MAINE	Administrator, Securities Division	___ OKLAHOMA	Securities Administrator
___ MARYLAND	Commissioner of the Division of Securities	___ PENNSYLVANIA	N/A
___ MASSACHUSETTS	Secretary of State	___ PUERTO RICO	Commissioner of Financial Institutions
___ MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	___ RHODE ISLAND	Director of Business Regulation
___ MINNESOTA	Commissioner of Commerce	___ SOUTH CAROLINA	Secretary of State
___ MISSISSIPPI	Secretary of State	___ SOUTH DAKOTA	Director of the Division of Securities
___ MISSOURI	Securities Commissioner	___ TENNESSEE	Commissioner of Commerce and Insurance
___ MONTANA	State Auditor & Commissioner of Insurance	___ TEXAS	Securities Commissioner
___ NEBRASKA	Director of Banking and Finance	___ UTAH	Director, Division of Securities
___ NEVADA	Secretary of State	___ VERMONT	Secretary of State
___ NEW HAMPSHIRE	Secretary of State	___ VIRGINIA	Clerk, State Corporation Commission
___ NEW JERSEY	Chief, Securities Bureau	___ WASHINGTON	Director of the Department of Licensing
___ NEW MEXICO	Director, Securities Division	___ WEST VIRGINIA	Commissioner of Securities
___ NEW YORK	Secretary of State	___ WISCONSIN	Commissioner of Securities
___ NORTH CAROLINA	Secretary of State	___ WYOMING	Secretary of State
___ NORTH DAKOTA	Securities Commissioner		

Dated this 4<sup>th</sup> day of October, 2006.

(SEAL)

Celis Semiconductor Corporation

By Gary F. Derbenwick

President/Chief Executive Officer  
Title

### CORPORATE ACKNOWLEDGEMENT

State ~~of~~ Colorado of COLORADO }  
County of EL PASO } ss.

On this 4<sup>th</sup> day of October, 2006, before me  
(Sharon Peoples the undersigned officer, personally appeared

Gary F. Derbenwick known personally to me to be the  
Pres. (title) CEO of the above named corporation and acknowledged that he, as an officer being  
authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the  
name of the corporation by himself as an officer.

(Seal)

Sharon Peoples  
Notary Public/Commissioner of Oaths

My Commission Expires October 21, 2006